

**UNITED STATES DISTRICT COURT
FOR THE NORTHER DISTRICT OF CALIFORNIA**

JOHN TAYLOR, Individually and on Behalf of All Others Similarly Situated,
Plaintiff,
vs.
8POINT3 ENERGY PARTNERS LP,
CHARLES D. BOYNTON, MARK R.
WIDMAR, NATALIE F JACKSON, ALEX
BRADLEY, THOMAS C. O'CONNOR,
NORMAN J. SZYDLOWSKI, and
MICHAEL W. YACKIRA,
Defendants.

Case No. 3:18-cv-01989-SI
**STIPULATION AND ~~PROPOSED~~
ORDER OF VOLUNTARY DISMISSAL
WITHOUT PREJUDICE**
Judge: Hon. Susan Illston

WHEREAS, on March 31, 2018, John Taylor (“Plaintiff”) filed this case as a putative class action alleging violations of Section 14(a) and Section 20(a) of the Securities Exchange Act of 1934, and related regulations, with respect to disclosures in a preliminary proxy statement soliciting shareholder approval of the proposed acquisition (the “Proposed Transaction”) of 8point3 Energy Partners LP by Capital Dynamics, Inc., through its affiliates and certain other co-investors (collectively, “Capital Dynamics”), (ECF 1);

WHEREAS, on April 6, 2018, Defendants filed a Form DEF14A Definitive Proxy Statement (the “Proxy”), scheduling the shareholder vote on the Proposed Transaction for May 23, 2018 (the “Shareholder Vote”).

WHEREAS, on April 18, 2018, Plaintiff filed his Motion for a Preliminary Injunction to enjoin the Shareholder Vote, until Defendants disclose the information sought by Plaintiff, (ECF 12);

WHEREAS, the parties thereafter engaged in communications regarding Plaintiff's claims;

1 **WHEREAS**, on May 2, 2018, Defendants filed an opposition to Plaintiff's Injunction
2 Motion, (ECF 27);

3 **WHEREAS**, on May 7, 2018, Plaintiff filed his Reply to Defendants' Opposition, (ECF
4 33);

5 **WHEREAS**, Defendants, agreed to file certain supplemental disclosures with the SEC (the
6 "Supplemental Disclosures") that addressed and/or substantially mooted Plaintiff's claims;

7 **WHEREAS**, on May 8, 2018, Plaintiff, after reviewing a draft of the Supplemental
8 Disclosures, filed a notice of withdrawal for the Preliminary Injunction, (ECF 35);

9 **WHEREAS**, on May 9, 2018, Defendants filed the Supplemental Disclosures with the
10 SEC;

11 **WHEREAS**, on May 23, 2018, 8point3 Energy shareholders held their special meeting
12 and voted to approve the Proposed Transaction;

13 **WHEREAS**, Plaintiff has conducted a further investigation and reached the conclusion
14 that all viable claims have been mooted by the Supplemental Disclosures;

15 **WHEREAS**, Plaintiff asserts that the Supplemental Disclosures entitle his counsel to
16 assert a claim for attorneys' fees and expenses;

17 **WHEREAS**, Plaintiff intends to petition the Court to seek a resolution of his claim for
18 such fees and expenses if his claim cannot be resolved through negotiations between counsel for
19 Plaintiff and Defendants;

20 **NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by the parties
21 hereto, and subject to the approval of the Court, as follows:

22 (1) This Action is dismissed without prejudice, pursuant to Fed. R. Civ. P. 41(a)(1).

23 (2) This Court retains continuing jurisdiction over the parties solely for purposes
24 of any potential further proceedings related to the adjudication of any claim for
25 Plaintiffs' Counsel attorneys' fees and/or expenses.

26 (3) This Stipulation is not intended to, and shall not, waive or prejudice any right
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1 or argument that may be asserted or presented by Plaintiff or Defendants in
2 support of or in opposition to any claim for an award of attorneys' fees and
3 expenses.

4
5 DATED: July 31, 2018

Respectfully submitted,

6 **OF COUNSEL**

/s/ David E. Bower

David E. Bower SBN 119546

7 **MONTEVERDE & ASSOCIATES PC**

MONTEVERDE & ASSOCIATES PC

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Counsel for Plaintiff

12 *Counsel for Plaintiff*

13
14
15 DATED: July 31, 2018

/s/ Jonathan Shapiro

Jonathan Shapiro

BAKER BOTTS L.L.P.

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San Francisco, California 94111

18 *Counsel for Defendants*

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20 Pursuant to Stipulation, It Is So ORDERED.

21
22 8/2/18



Judge Susan Illston

United States District Court Judge